

RECORDATION NO. 23048 -C
FILED

MAY 18 '10 -2 00 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
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WASHINGTON, DC

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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May 18, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Lease Supplement (Amtrak Trust 2000-C), dated as of May 18, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document amends Lease Supplement No. 1 (Amtrak Trust 2000-C) previously filed with the Board under Recordation Number 23048.

The names and addresses of the parties to the enclosed document are:

Lessor:	Wilmington Trust Company, not in its individual capacity, but solely as Trustee Rodney Square North 1100 North Market Street Wilmington, DE 19890
Lessee:	National Railroad Passenger Corporation 60 Massachusetts Avenue NE Washington, DC 20002

Section Chief
May 18, 2010
Page two

A description of the railroad equipment covered by the enclosed document is:

77 railcars within the series AMTK 31523 - AMTK 38007 as more particularly set forth in the attachment to the document

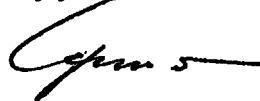
A short summary of the document to appear in the index is.

Memorandum of Amendment to Lease Supplement (Amtrak Trust 2000-C).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF AMENDMENT TO LEASE SUPPLEMENT
(AMTRAK TRUST 2000-C)

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Lease of Railroad Equipment (Amtrak Trust 2000-C), dated as of August 17, 2000 ("Lease"), between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Trustee ("Trustee") under the Trust Agreement (Amtrak Trust 2000-C) dated as of August 17, 2000, with Wilmington Trust Company, a Delaware banking corporation (in such capacity, the "Lessor"), and National Railroad Passenger Corporation (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "Lessee"), as supplemented by that certain Lease Supplement No 1 (Amtrak Trust 2000-C) dated August 17, 2000 ("Supplement No. 1") the Lessor leased the railroad equipment described on Annex A attached hereto to Lessee. The parties executed a Memorandum of Lease of Railroad Equipment (Amtrak Trust 2000-C), reflecting the foregoing, dated as of August 17, 2000, which Memorandum was filed with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on August 17, 2000, at 12:04 p.m. with the Recordation No. 23048. All terms used and not otherwise defined herein shall have the respective meanings provided in or by reference in the Lease

2. Pursuant to the Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-C), dated May 18, 2010, between Lessor and Lessee, the Supplement No. 1 has been amended in certain respects and continues to be applicable to the railroad equipment described on Annex A attached hereto.

3. The addresses of the parties are as follows:

Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890
Attention: Corporate Trust Administration

National Railroad Passenger Corporation
60 Massachusetts Ave., NE
Washington, DC 20002
Attention: Treasurer

4. This Memorandum of Amendment to Lease Supplement No 1 (Amtrak Trust 2000-C) may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes

[Execution on next page; remainder of this page intentionally left blank]

[Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-C) - STB]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-C) to be executed as of May 18, 2010.

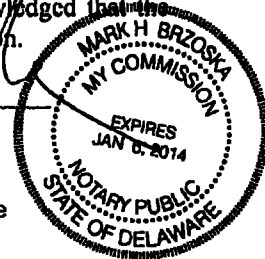
WILMINGTON TRUST COMPANY,
not in its individual capacity but solely as Trustee,
as aforesaid

By: [Signature]
Name: Robert J. Perkins
Title: Vice President

STATE OF DELAWARE)
) ss: .
COUNTY OF NEW CASTLE)

On May 13th, 2010, before me personally appeared Robert J. Perkins, to me personally known, who being by me duly sworn says that he/she is Vice President of Wilmington Trust Company, and that he executed the foregoing instrument on behalf of said Delaware banking corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public
My commission expires:
MARK H. BRZOSKA
Notary Public - State of Delaware
[NOTARIAL SEAL] My Comm. Expires Jan 6, 2014



[Execution continued on next page; remainder of this page intentionally left blank]

[Memorandum of Amendment to Lease Supplement No. 1 (Amtrak Trust 2000-C) - STB]

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: Dale M. Stein @
Title: Treasurer

DISTRICT OF COLUMBIA)
) ss.:
)

On this 14 day of May 2010, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he/she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

*My Commission Expires
July 31, 2014*

My Commission Expires: _____

Chris Kelly
Notary Public DC

ANNEX A

EQUIPMENT

Lot 1

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
31523	Superliner I	Superliner Baggage Coach
31524	Superliner I	Superliner Baggage Coach
31525	Superliner I	Superliner Baggage Coach
31527	Superliner I	Superliner Baggage Coach
31529	Superliner I	Superliner Baggage Coach
31530	Superliner I	Superliner Baggage Coach
31531	Superliner I	Superliner Baggage Coach
31539	Superliner I	Superliner Baggage Coach
31590	Superliner I	Smoking Lounge
32003	Superliner I	Superliner Sleeper
32005	Superliner I	Superliner Sleeper
32006	Superliner I	Superliner Sleeper
32007	Superliner I	Superliner Sleeper
32011	Superliner I	Superliner Sleeper
32012	Superliner I	Superliner Sleeper
32013	Superliner I	Superliner Sleeper
32015	Superliner I	Superliner Sleeper
32023	Superliner I	Superliner Sleeper
32024 *	Superliner I	Superliner Sleeper
33100	Superliner I	Superliner Diner
34034	Superliner I	Superliner Coach
34057	Superliner I	Superliner Coach
34063	Superliner I	Superliner Coach
34064	Superliner I	Superliner Coach
34067	Superliner I	Superliner Coach
34074	Superliner I	Superliner Coach
34078	Superliner I	Superliner Coach
34079	Superliner I	Superliner Coach
34080	Superliner I	Superliner Coach
34081	Superliner I	Superliner Coach
34082	Superliner I	Superliner Coach
34084	Superliner I	Superliner Coach
34085	Superliner I	Superliner Coach
34086	Superliner I	Superliner Coach
34087	Superliner I	Superliner Coach
34088	Superliner I	Superliner Coach
34090	Superliner I	Superliner Coach

34091	Superliner I	Superliner Coach
34092	Superliner I	Superliner Coach
34093	Superliner I	Superliner Coach
34095	Superliner I	Superliner Coach
34096	Superliner I	Superliner Coach
34097	Superliner I	Superliner Coach
34098	Superliner I	Superliner Coach
34099	Superliner I	Superliner Coach
34101	Superliner I	Superliner Coach
35001	Superliner I	Superliner Coach
35002	Superliner I	Superliner Coach
35003	Superliner I	Superliner Coach
35004	Superliner I	Superliner Coach
35005	Superliner I	Superliner Coach
35006	Superliner I	Superliner Coach
35007	Superliner I	Superliner Coach
35008	Superliner I	Superliner Coach
35009	Superliner I	Superliner Coach
35010	Superliner I	Superliner Coach
35011	Superliner I	Superliner Coach
38003	Superliner I	Superliner Diner
38004	Superliner I	Superliner Diner
38005	Superliner I	Superliner Diner
38006	Superliner I	Superliner Diner
38007	Superliner I	Superliner Diner
31591	Superliner I	Smoking Lounge
32001	Superliner I	Superliner Sleeper
34020	Superliner I	Superliner Coach
34038	Superliner I	Superliner Coach
34051	Superliner I	Superliner Coach

Lot 2

<u>Amtrak Equipment Number</u>	<u>Equipment Type</u>	
31532	Superliner I	Superliner Baggage Coach
31533	Superliner I	Superliner Baggage Coach
31535	Superliner I	Superliner Baggage Coach
31538	Superliner I	Superliner Baggage Coach
31540	Superliner I	Superliner Baggage Coach
31541	Superliner I	Superliner Baggage Coach
31543	Superliner I	Superliner Baggage Coach
31545	Superliner I	Superliner Baggage Coach
33002	Superliner I	Superliner Lounge

33015

Superliner I

Superliner Lounge

* - Units, if any, which have been removed due to a casualty are marked with an "**".

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

5/18/10



Robert W Alvord